

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re:)	Chapter 11
)	
JOANN INC., <i>et al.</i> , ¹)	Case No. 25-10068 (CTG)
)	
)	(Jointly Administered)
Debtors.)	
)	Objection Deadline: June 5, 2025 at 4:00 pm. (ET)
<hr/>		Hearing Date: TBD

**NOTICE OF FIRST INTERIM FEE APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROVINCE,
LLC, AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR THE PERIOD FROM
JANUARY 30, 2025 THROUGH MARCH 31, 2025**

PLEASE TAKE NOTICE that on May 15, 2025, Province, LLC, as financial advisor to the official committee of unsecured creditors (the “Committee”), filed its *First Interim Fee Application for Compensation and Reimbursement of Expenses of Province, LLC, as Financial Advisor to the Official Committee of Unsecured Creditors for the Period From January 30, 2025 Through March 31, 2025* (the “Application”), seeking compensation for the reasonable and necessary services rendered to the Committee in the amount of \$840,132.00 and reimbursement for actual and necessary expenses in the amount of \$1,580.46.

PLEASE TAKE FURTHER NOTICE that any response or objection to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Courtroom No. 7,

¹ The Debtors in these chapter 11 cases are: JOANN Inc.; Needle Holdings LLC; Jo-Ann Stores, LLC; Creative Tech Solutions LLC; Creativebug, LLC; WeaveUp, Inc.; JAS Aviation, LLC; joann.com, LLC; JOANN Ditto Holdings Inc.; Dittopatterns LLC; JOANN Holdings 1, LLC; JOANN Holdings 2, LLC; and Jo-Ann Stores Support Center, Inc.

Wilmington, Delaware 19801 (the “Court”) on or before **June 5, 2025 at 4:00 p.m. Eastern Time.**

The Application is submitted pursuant to the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* entered on March 4, 2025 [Docket No. 552] (the “Administrative Order”).

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon the following parties (the “Fee Notice Parties”):

(a) the Debtors, JOANN Inc., 5555 Darrow Road, Hudson, Ohio 44236, Attn.: Ann Aber, EVP, Chief Legal and Human Resources Officer; (b) proposed co-counsel to the Debtors, (i) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Aparna Yenamandra, P.C. (aparna.yenamandra@kirkland.com) and 333 West Wolf Point Plaza, Chicago Illinois 60654, Attn.: Jeffrey Michalik (jeff.michalik@kirkland.com), and Lindsey Blumenthal (lindsey.blumenthal@kirkland.com) and (ii) Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn.: Patrick J. Reilley (preilley@coleschotz.com), Stacy L. Newman (snewman@coleschotz.com), Michael E. Fitzpatrick (mfitzpatrick@coleschotz.com), and Jack M. Dougherty (jdougherty@coleschotz.com); (c) the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn.: Malcolm M. Bates (malcolm.m.bates@usdoj.gov); (d) counsel to the Prepetition ABL Agent, Morgan, Lewis & Bockius LLP, One Federal Street, Boston, Massachusetts 02110, Attn.: Christopher Carter (christopher.carter@morganlewis.com) and Marjorie Crider (marjorie.crider@morganlewis.com); (e) counsel to the Prepetition FILO Agent, Choate

Hall & Stewart LLP, 2 International Place, Boston, Massachusetts 02110, Attn.: John Ventola (jventola@choate.com) and Jonathan Marshall (jmarshall@choate.com); (f) counsel to the Prepetition Term Loan Lender Ad Hoc Group, Gibson, Dunn & Crutcher LLP, 200 Park Avenue New York, New York 10166, Attn.: Scott Greenberg (SGreenberg@gibsondunn.com), Kevin Liang (KLiang@gibsondunn.com), and Josh Brody (JBrody@gibsondunn.com); (g) counsel to the Prepetition Term Loan Agent, ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, New York 10019, Attn.: Jeffrey Gleit (jeffrey.gleit@afslaw.com) and 1717 K Street NW, Washington, D.C. 20006, Attn.: Jonathan Bagg (jonathan.bagg@afslaw.com), and 233 South Wacker Drive, Suite 7100, Chicago, Illinois 60606, Attn.: Matthew Bentley (matthew.bentley@afslaw.com); (h) counsel to Gordon Brothers Retail Partners, LLC, Katten Muchin Rosenman LLP, 50 Rockefeller Plaza, New York, New York 10020, Attn.: Steven Reisman (sreisman@katten.com) and Cindi Giglio (cgiglio@katten.com); and (i) counsel to the Official Committee of Unsecured Creditors, (i) Kelley Drye & Warren LLP, 3 World Trade Center, New York, New York 10007, Attn: Jason Adams (jadams@kelleydrye.com), Maeghan McLoughlin (mmcloughlin@kelleydrye.com) and Connie Choe (cchoe@kelleydrye.com) (ii) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware, 19899-8705, Attn: Bradford Sandler (bsandler@pszjlaw.com) and James O'Neill (joneill@pszjlaw.com).

PLEASE TAKE FURTHER NOTICE that a hearing on the Application will be scheduled at a later date before the Honorable Craig T. Goldblatt, 824 North Market Street, Third Floor, Courtroom #7, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THE APPLICATION MAY BE PAID PURSUANT TO THE ADMINISTRATIVE ORDER WITHOUT FURTHER ORDER OR HEARING OF THE COURT.

Dated: May 15, 2025

PACHULSKI STANG ZIEHL & JONES LLP

By: /s/ James E. O'Neill

Bradford J. Sandler (DE Bar No. 4142)

James E. O'Neill (DE Bar No. 4042)

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, DE 19801

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Email: bsandler@pszjlaw.com

joneill@pszjlaw.com

- and -

KELLEY DRYE & WARREN LLP

Jason R. Adams (admitted *pro hac vice*)

Eric R. Wilson (admitted *pro hac vice*)

William S. Gyves (admitted *pro hac vice*)

Maeghan J. McLoughlin (admitted *pro hac vice*)

3 World Trade Center

175 Greenwich Street

New York, NY 10007

Tel.: (212) 808-7800

Email: jadams@kelleydrye.com

ewilson@kelleydrye.com

wgyves@kelleydrye.com

mmcloughlin@kelleydrye.com

*Co-Counsel to the Official Committee
of Unsecured Creditors*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<p>In re:</p> <p>JOANN, INC., <i>et al.</i>,</p> <p style="text-align: center;">Debtors.¹</p>	<p>Chapter 11</p> <p>Case No. 25-10068 (CTG)</p> <p>(Jointly Administered)</p> <p>Hearing Date: TBD</p> <p>Objection Deadline: June 5, 2025 at 4:00 p.m. (ET)</p>
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**SUMMARY OF FIRST INTERIM FEE APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROVINCE,
LLC, AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR THE PERIOD FROM
JANUARY 30, 2025 THROUGH MARCH 31, 2025**

Name of Applicant:	Province, LLC (“ <u>Province</u> ”)
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	Effective as of January 30, 2025 by order entered on March 18, 2025
Period for which Compensation and Reimbursement is Sought:	January 30, 2025 – March 31, 2025
Amount of Compensation Sought as Actual, Reasonable, and Necessary:	\$840,132.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$1,580.46

This is a: ___ monthly X interim ___ final application.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors’ mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

MONTHLY FEE APPLICATIONS SUBJECT TO THIS APPLICATION

Date & Docket No.	Filing Period	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses	CNO Date & Docket No.
4/29/2025 Doc 775	January 30, 2025 - February 28, 2025	\$729,868.00	\$1,560.46	\$0.00	\$0.00	Pending ¹
5/6/2025 Doc 818	March 1, 2025 - March 31, 2025	\$110,264.00	\$20.00	\$0.00	\$0.00	Pending ²
Grand Total		\$840,132.00	\$1,580.46	\$0.00	\$0.00	

PROVINCE PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
Sanjuro Kietlinski	Partner - Corporate restructuring and investment banking.	\$1,250	299.8	\$374,750.00
David Dachelet, Esq.	Partner and General Counsel - Corporate restructuring. Bar admission in 1998.	\$1,150	0.5	\$575.00
Derrick Laton	Managing Director - Financial analytics.	\$980	220.9	\$216,482.00
Hughes Congleton	Vice President - Investment banking and financial analytics.	\$730	171.2	\$124,976.00
Daniel Radi	Associate - Corporate restructuring and investment banking.	\$510	246.9	\$125,919.00
	Subtotal		939.3	\$842,702.00
Blended Rate for Professionals		\$897.16		
Paraprofessionals		Hourly Billing Rate	Total Hours Billed	Total Compensation
Eric Mattson	Matter Manager	\$320	3.2	\$1,024.00
Jocelyn Brock	Matter Administrator	\$290	1.2	\$348.00
	Subtotal		4.4	\$1,372.00
			Fee Statement Hours	Total Compensation
	Subtotal		943.7	\$844,074.00
Blended Rate for all Timekeepers		\$894.43		
Travel Time Discount				(\$3,942.00)
Grand Total			943.7	\$840,132.00

¹ The objection deadline for this monthly fee application is May 20, 2025.

² The objection deadline for this monthly fee application is May 28, 2025.

COMPENSATION BY CATEGORY

Project Categories	Total Hours	Total Fees
Business Analysis / Operations	533.3	\$474,727.00
Case Administration	0.3	\$375.00
Claims Analysis and Objections	36.6	\$26,631.00
Committee Activities	163.7	\$145,716.00
Court Filings	40.6	\$31,308.00
Court Hearings	10.7	\$8,282.00
Fee / Employment Applications	9.4	\$7,572.00
Litigation	20.7	\$24,174.00
Plan and Disclosure Statement	5.4	\$5,216.00
Sale Process	112.2	\$112,189.00
Travel Time (billed at 50%)	10.8	\$3,942.00
Grand Total	943.7	\$840,132.00

EXPENSE SUMMARY

Expense Category	Description	Total Expenses
Airfare/Train	Flights to/from New York, NY to attend auction.	\$850.96
Ground Transportation	Transportation and parking fees while traveling to New York, NY to attend auction.	\$162.73
Lodging	Hotel accommodations while traveling to New York, NY to attend auction.	\$386.77
Meals	Working meals.	\$180.00
Total Expenses		\$1,580.46

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

JOANN, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 25-10068 (CTG)

(Jointly Administered)

Hearing Date: TBD

Objection Deadline: June 5, 2025 at 4:00 p.m. (ET)

**FIRST INTERIM FEE APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROVINCE,
LLC, AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR THE PERIOD FROM
JANUARY 30, 2025 THROUGH MARCH 31, 2025**

Pursuant to sections 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the *Order (i) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (ii) Granting Related Relief* (the “Administrative Order”), Province, LLC (“Province” or the “Firm”), financial advisor for the Official Committee of Unsecured Creditors (the “Committee”), hereby submits its first interim fee application for allowance of compensation for professional services rendered and expenses incurred as financial advisor to the Committee during the period from January 30, 2025 through March 31, 2025 (the “Application”), and in support thereof respectfully represents:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors’ mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

By this Application, Province seeks an interim allowance of compensation in the amount of \$840,132.00 and actual and necessary expenses in the amount of \$1,580.46 for a total allowance of \$841,712.46 and payment of the unpaid portion of such fees and expenses for the period January 30, 2025 through March 31, 2025 (the “First Interim Period”).

Pursuant to Local Bankruptcy Rule 2016-1, this Application is supported by the Certification of Sanjuro Kietlinski which is annexed hereto as Exhibit A. In support of this Application, Province respectfully represents as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and the Application in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The legal predicates for the relief requested herein are Bankruptcy Code sections 328(a) and 1103(a), Bankruptcy Rule 2014, and Local Rule 2014-1.

3. The Committee confirms its consent, pursuant to Local Rule 9013-1(f), to the entry of a final order by the Court in connection with the Application in the event that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

BACKGROUND

4. On January 15, 2025 (the “Petition Date”), the Debtors each filed their voluntary petitions with this Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108(a) of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases.

5. On January 28, 2025, pursuant to section 1102(a)(1) of the Bankruptcy Code, the Office of the United States Trustee for Region 3, District of Delaware (the “U.S. Trustee”), appointed the Committee. *See* Docket No. 198. The following are the current members of the Committee: (i) Low Tech Toy Club LLC; (ii) SunYin (HK) Holding Limited; (iii) Gwen Studios LLC; (iv) Brother International Corp.; (v) Ormo Ithalat Ihracat A.S.; (vi) Advantus, Corp.; (vii) Kimco Realty Corporation; (viii) Simon Property Group, Inc.; and (ix) Regency Centers, L.P.

6. On January 30, 2025, the Committee selected Province as its proposed financial advisor.

7. On March 4, 2025, the Court entered the Administrative Order, authorizing the Committee’s professionals (“Professionals”) to submit monthly applications for interim compensation and reimbursement of expenses, pursuant to the procedures specified therein. The Administrative Order provides, among other things, that a Professional may file monthly fee applications. If no objections are made within twenty-one (21) days after service of the monthly fee application, the Debtors are authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. At three-month intervals or such other intervals convenient to the

Court, each Professional shall file and serve an interim application for allowance of the amounts sought in its monthly fee applications for that period. All fees and expenses paid are on an interim basis until final allowance by the Court.

8. The retention of Province, as financial advisor to the Committee, was approved effective as of January 30, 2025, by this Court's *Order Authorizing and Approving the Employment of Province, LLC as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of January 30, 2025* [Docket No. 595], entered on March 18, 2025 (the "Retention Order"). The Retention Order authorized Province to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

**PROVINCE'S APPLICATION FOR COMPENSATION AND
FOR REIMBURSEMENT OF EXPENSES**

Monthly Fee Applications Covered Herein

9. The Monthly Fee Applications of Province for the Period from January 30, 2025 through March 31, 2025 have been filed and served pursuant to the Administrative Order.

10. On April 29, 2025, Province filed its *First Monthly Application for Compensation and Reimbursement of Expenses of Province, LLC as Financial Advisor to the Official Committee of Unsecured Creditors, for the Period from January 30, 2025 Through February 28, 2025* [Docket No. 775] (the "First Monthly Fee Application") requesting \$729,868.00 in fees and \$1,560.46 in expenses. The deadline to object to the First Monthly Fee Application is May 20, 2025.

11. On May 6, 2025, Province filed its *Second Monthly Application for Compensation and Reimbursement of Expenses of Province, LLC as Financial Advisor to*

the Official Committee of Unsecured Creditors, for the Period from March 1, 2025 Through March 31, 2025 [Docket No. 818] (the “Second Monthly Fee Application”) requesting \$110,264.00 in fees and \$20.00 in expenses. The deadline to object to the Second Monthly Fee Application is May 28, 2025.

12. The Monthly Fee Applications, which have been incorporated as if set forth herein, contain the detailed daily time logs describing the actual and necessary services provided by Province during part of the First Interim Period, as well as other detailed information required to be included in fee applications.

REQUESTED RELIEF

13. By this Application, Province requests that the Court allow and approve payment of one hundred (100%) of the fees and expenses incurred by Province during the First Interim Period of January 30, 2025 through March 31, 2025.

14. At all relevant times, Province has been a disinterested person as that term is defined in §101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interests of the Debtors.

15. All services for which Province requests compensation were performed for or on the behalf of the Committee.

16. Province has received no payment and no promises for payment from any source other than the estate for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between Province and any other person other than the employees of Province for the sharing of compensation to be received for services rendered in these cases.

17. The professional services and related expenses for which Province requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of Province's professional responsibilities as financial advisor for the Committee in these Chapter 11 cases. Province's services have been necessary and beneficial for the Committee in these Chapter 11 cases. Province's services have been necessary and beneficial to the Debtors and their estates, the Committee, creditors, and other parties in interest.

18. In accordance with the factors enumerated in §330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Province is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the cost of comparable services other than in a case under the Bankruptcy Code. Moreover, Province has reviewed the requirements of Del. Bankr. LR 2016-1 and the Administrative Order and believes that this Applications complies with such Rule and Order.

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WHEREFORE, Province respectfully requests (i) approval of interim compensation in the amount of \$840,132.00 and reimbursement of actual and necessary expenses in the amount of \$1,580.46 for a total allowance of \$841,712.46; (ii) payment of the outstanding amount of such sums; and (iii) such other and further relief as this Court may deem just and proper.

Dated: May 15, 2025

PROVINCE, LLC

By: /s/Sanjuro Kietlinski
Sanjuro Kietlinski, Partner
2360 Corporate Circle, Suite 340
Henderson, NV 89074
Telephone: 702.685.5555
Email: skietlinski@provincefirm.com

*Financial Advisor to the Official
Committee of Unsecured Creditors*

EXHIBIT A

Certification

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

JOANN, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 25-10068 (CTG)

(Jointly Administered)

CERTIFICATION OF SANJURO KIETLINSKI

Sanjuro Kietlinski, a Partner with the firm Province, after being duly sworn according to law, deposes and says:

1. I am a Partner with the firm of Province, LLC (“Province”), which is a financial advisory firm with its principal office located at 2360 Corporate Circle, Suite 340, Henderson, Nevada 89074. Province also has offices in the Los Angeles, Greenwich, New York, and Miami metro areas. Province was retained as financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) on January 30, 2025 and Province’s employment application was approved by the Court on March 18, 2025.

2. I have personally performed many of the services rendered by Province as financial advisor to the Committee and am familiar with the other work performed on behalf of the Committee by the other professionals in the firm.

3. *The First Interim Fee Application for Compensation and Reimbursement of Expenses of Province, LLC, as Financial Advisor to the Official Committee of Unsecured*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors’ mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

Creditors for the Period from January 30, 2025 Through March 31, 2025 (the “Application”) was prepared at my direction. The facts set forth in the foregoing Application are true to the best of my knowledge, information and belief.

4. Province’s rates for the services rendered by its professionals in these chapter 11 cases are similar to the rates Province charges for professional services rendered in comparable bankruptcy and non-bankruptcy cases in a competitive national market for financial advisory services.

5. I have reviewed the Court’s Local Rule 2016-1 and the United States Trustee’s Guidelines for Review of Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. s.330 (the “Guidelines”). The Application substantially complies with Local Rule 2016-1 and the Guidelines.

Executed under penalty of perjury of the laws of the United States on this 15th day of May 2025.

/s/ Sanjuro Kietlinski
Sanjuro Kietlinski, Partner
Province, LLC

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	
In re:)	Chapter 11
)	
JOANN INC., <i>et al.</i> , ¹)	Case No. 25-10068 (CTG)
)	
Debtors.)	(Jointly Administered)
)	

**ORDER GRANTING FIRST INTERIM FEE APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF
PROVINCE, LLC, AS FINANCIAL ADVISOR TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM JANUARY 30, 2025 THROUGH MARCH 31, 2025**

Province, LLC (“Province”), as financial advisor to the official committee of unsecured creditors (the “Committee”) in the above-captioned cases, filed its *First Interim Fee Application for Compensation and Reimbursement of Expenses of Province, LLC, as Financial Advisor to the Official Committee of Unsecured Creditors for the Period from January 30, 2025 through March 31, 2025* (the “First Interim Fee Application”). The Court has reviewed the First Interim Fee Application and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the First Interim Fee Application, and any hearing on the First Interim Fee Application, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the First Interim Fee Application. Accordingly, it is hereby

¹ The Debtors in these chapter 11 cases are: JOANN Inc.; Needle Holdings LLC; Jo-Ann Stores, LLC; Creative Tech Solutions LLC; Creativebug, LLC; WeaveUp, Inc.; JAS Aviation, LLC; joann.com, LLC; JOANN Ditto Holdings Inc.; Dittopatterns LLC; JOANN Holdings 1, LLC; JOANN Holdings 2, LLC; and Jo-Ann Stores Support Center, Inc.

ORDERED that the First Interim Fee Application is GRANTED, on an interim basis. The Debtors in the above cases shall pay to Province the sum of \$840,132.00 as compensation for necessary professional services rendered, and actual and necessary expenses in the amount of \$1,580.46 for a total of \$841,712.46 for services rendered and disbursements incurred by Province for the period January 30, 2025 through March 31, 2025, less any amounts previously paid in connection with the Monthly Fee Statements.

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.